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December 16, 2005

BY ELECTRONIC MAIL AND FACSIMILE

Alicia M. Leonhard, Esq.
Office of the United States Trustee
33 Whitehall Street, Suite 2100
New York, New York 10004

**RE: In re Delphi Corporation, et al.,
Chapter 11 Case No. 05-44481 (Bankr. S.D.N.Y.)**

Dear Alicia:

As you know, this firm is counsel to Law Debenture Trust Company of New York ("Law Debenture"), successor Indenture Trustee and Property Trustee respecting two notes issued by Delphi Corporation: (a) the 8.25% Junior Subordinated Note due 2033 in the aggregate principal amount of \$257,731,975; and (b) the Adjustable Rate Junior Subordinated Note due 2033 in the aggregate principal amount of \$154,640,000 (together, the "Subordinated Notes").

I am in receipt of your December 14, 2005 letter reporting, among other things, that Law Debenture's request for appointment to the Official Creditors' Committee (the "Official Committee") remains under advisement by the United States Trustee. We thank you for your letter, and for the Trustee's continued consideration of Law Debenture's request.

Yesterday, we learned an additional piece of information that may assist the Trustee in her evaluation of our request. It was reported to us that Capital Research and Management Company ("Capital Research") has sold its entire interest in Subordinated Notes, but still retains its interest in purportedly senior bond indebtedness. Thus, to the extent the United States Trustee has viewed Capital Research as a voice for Subordinated Noteholders on the Official Committee, no such voice remains.



Since not one single member of the Official Committee is positioned to represent the interests of Subordinated Noteholders, Law Debenture again renews its request to be appointed to the Official Committee. We also respectfully urge the United States Trustee to act quickly in this regard. As always, we are ready, willing, and able to meet with the Trustee to discuss this matter further. We otherwise anxiously await her decision.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. J. Stark', with a stylized flourish at the end.

Robert J. Stark

Copies: John Wm. Butler, Jr., Esq. (by electronic mail and facsimile)
Robert Rosenberg, Esq. (by electronic mail and facsimile)
Daniel R. Fisher, Esq. (by electronic mail)
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